

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**OBJECTION OF DIGI-KEY CORPORATION TO NOTICE
OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE
ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION**

Digi-Key Corporation ("Digi-Key"), for its Objection to Notice of Cure Amount With Respect to Executory Contract to Be Assumed or Assumed and Assigned Under Plan of Reorganization (the "Cure Notice"),¹ respectfully states as follows:

BACKGROUND

1. On October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of Delphi's U.S. subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court").
2. On or about December 10, 2007, the Court entered an Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline and Procedures for Temporary Allowance of Certain Claims, (III) Hearing Date to Consider Confirmation of Plan, (IV) Procedures for Filing Objections to Plan, (V) Solicitation Procedures for Voting on Plan, (VI) Cure Claim Procedures, (VII) Procedures for Resolving Disputes Relating to Postpetition

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Cure Notice.

Interest, and (VIII) Reclamation Procedures Order (the "Solicitation Procedures Order") [Docket No. 11389]. Among other things, the Solicitation Procedures Order established procedures for filing objections to assumption (or assumption and assignment) of executory contracts under the Plan of Reorganization filed in the Debtors' cases on September 6, 2007, as amended and filed on December 10, 2007 (as may be further amended or supplemented, the "Plan") and/or for objecting to the Debtors' proposed Cure Amounts in connection therewith.

3. Digi-Key has received a Cure Notice purportedly issued to it by the Debtors in accordance with the Solicitation Procedures Order, seeking to establish an aggregate Cure Amount of \$250.72, allegedly related to the following contracts: 705648 and 707306.

4. Digi-Key previously transferred and assigned to Liquidity Solutions, Inc. d/b/a/ Revenue Management ("LSI") all right, title and interest in and to certain claims it held against the Debtors (collectively, the "Claim") and any distributions thereon to LSI, which contractually includes, but is not limited to, (i) claim number 15483 in the amount of \$66,952.29 and (ii) "cure" amounts within the meaning of section 365 of the Bankruptcy Code that may be related to contracts giving rise to the foregoing claims, and the right to receive any and all distributions on account of such cures. In connection therewith, Digi-Key authorized and appointed LSI as its true and lawful attorney with respect to all matters concerning the Claim. Notwithstanding the transfer of its rights to LSI, the Solicitation Procedures Order appears to suggest that only Digi-Key may file an objection to the Cure Amount listed in the Cure Notice.

5. It is not clear to Digi-Key whether the proposed Cure Amount relates in whole or in part to the Claim now held by LSI. Accordingly, Digi-Key files this objection requesting (i) that the Debtors identify whether the proposed assumption relates to a contract or lease underlying the Claim assigned to LSI and, if so, (ii) establishment of a proper Cure Amount

in the amount of \$66,952.29. To the extent that the proposed Cure Amount relates to assumption of contracts or leases wholly separate and distinct from those contracts or leases giving rise to any part of the Claim held by LSI, Digi-Key requests additional time to consult its records and reconcile whether the proposed Cure Amount is correct or incorrect.

CONCLUSION

WHEREFORE, Digi-Key respectfully requests that the Court enter an order modifying the Cure Amount as more fully set forth herein, and granting such other and further relief as is just and proper under the circumstances.

Dated: January 9, 2008

Respectfully submitted,
Digi-Key Corporation
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